

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 17348 FILED  
SEP 4 '98 10:55 AM

OF COUNSEL  
URBAN A. LESTER

September 4, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are seven (7) copies of a Statement of New Reporting Marks, dated September 1, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreements, Equipment Leases and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 17348.

The name and address of the party to the enclosed document are:

Borrower/Lessee: Consolidated Rail Corporation  
2001 Market Street  
Philadelphia, Pennsylvania 19101

A description of the locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement.

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

SEP 4 10 51 AM '98

*Betty*  
*Counterpart*

Mr. Vernon A. Williams  
September 4, 1998  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

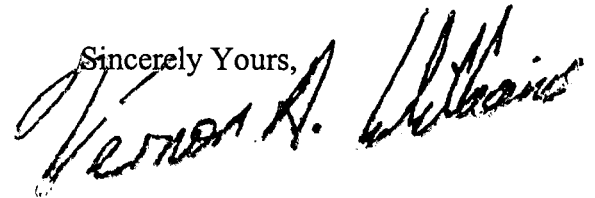
Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

DATE: 9/4/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3(c), on 9/4/98 at 10:55AM , and  
assigned recordation number(s). 11303-E, 14098-D, 14187-A, 14241-G, 14327-B, 14639-G,  
14867-C, 14891-G, 14993-F, 15596-G, 16288-B, 16500-C,  
16553-C, 16946-E, 16947-E, 17348-F, 17349-F, 17350-F,  
18132-F, 18133-F, 18134-A, 18357-J, 18449-A, 18870-B,  
19487-F, 19488-F, 19489-C, 19623-D, 19708-A, 20034-F,  
20035-F and 20036-C.

Sincerely Yours,



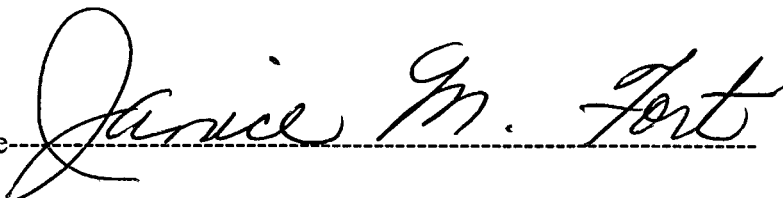
Vernon A. Williams

Enclosure(s)(32)

832.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount  
paid. In the event of an error or any questions concerning this fee, you will receive a  
notification after the Surface Transportation Board has an opportunity to examine your  
document.

Signature\_\_\_\_\_



RECORDATION NO. 17348-F FILED

SEP 4 '98

10-55 AM

STATEMENT OF NEW REPORTING MARKS dated as of September 1, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation (hereinafter called "Conrail"),

Conrail is party to that certain agreement specified in Item 1 of Schedule A hereto (hereinafter called the "Lease"), with the party specified in Item 2 of Schedule A hereto (hereinafter called the "Lessor"), covering the units of railroad equipment specified in Schedule B hereto (hereinafter called the, subject Equipment) and certain other units of railroad equipment.

Evidence of the Lease has been recorded with the Surface Transportation Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Certain obligations of Conrail under the Lease and the subject Equipment have been assigned and granted as security by the Lessor, pursuant to that certain agreement(s) specified in Item 5 of Schedule A hereto (hereinafter called the "Security Agreement(s)"), with the party specified in Item 6 of Schedule A hereto (hereinafter called the "Secured Party").

Evidence of the Security Agreement(s) has been recorded with the Surface Transportation Board or the Interstate Commerce Commission on the date specified in Item 7 of Schedule A hereto, and assigned the recordation number specified in Item 8 of Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject Equipment as indicated on the attached Schedule B. All the marks are assigned to Conrail or an affiliate of Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code to show for the public record both such reporting marks, and to preserve the protection of the rights afforded to the Lessor and the Secured Party in the Subject Equipment by said section 11301, when, if, as and whether such reporting marks are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McHadden

## SCHEDULE A

Item 1, Lease:

dated as of May 29, 1991

Item 2, Lessor:

Brentwood Locomotive Lease Company, c/o Nomura Babacock and  
Brown, Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-Ku, Tokyo,  
Japan 103

Item 3, date of recordation of lease:

May 29, 1991

Item 4, recordation number of lease:

17348

Item 5, Security Agreements:

dated as of May 29, 1991

Item 6, Secured Party:

U. S. Trust Company, 114 West 47th Street, New York, NY 10036

Item 7, date of recordation of Security Agreements:

May 29, 1991

Item 8, recordation number of Security Agreements:

17348

**Schedule B**

**Original Reporting  
Marks and Identifying  
Numbers**

**New Reporting  
Marks and Identifying  
Numbers**

**Original Reporting  
Marks and Identifying  
Numbers**

**New Reporting  
Marks and Identifying  
Numbers**

CR 6120  
CR 6123  
CR 6124  
CR 6125  
CR 6127  
CR 6130

PRR 8356  
PRR 8357  
PRR 8358  
PRR 8359  
PRR 8360  
PRR 8361

CR 6131  
CR 6133  
CR 6135  
CR 6136  
CR 6137

PRR 8362  
PRR 8363  
PRR 8364  
PRR 8365  
PRR 8366

Schedule B

**Original Reporting  
Marks and Identifying  
Numbers**

**New Reporting  
Marks and Identifying  
Numbers**

**Original Reporting  
Marks and Identifying  
Numbers**

**New Reporting  
Marks and Identifying  
Numbers**

CR 6121

NYC 7328

CR 6122

NYC 7329

CR 6126

NYC 7330

CR 6128

NYC 7331

CR 6129

NYC 7332

CR 6132

NYC 7333

CR 6134

NYC 7334

CR 6138

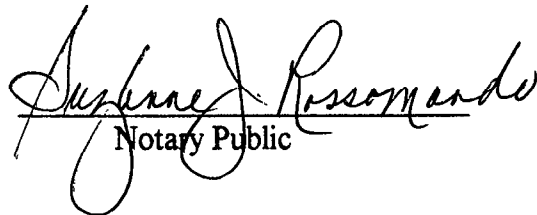
NYC 7335

CR 6139

NYC 7336

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS.:  
COUNTY OF PHILADELPHIA )

On this 1<sup>st</sup> day of September 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My commission expires:

<p><b>NOTARIAL SEAL</b> Suzanne J. Rossomando, Notary Public City of Philadelphia, Phila. County My Commission Expires June 28, 1999</p>
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